

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In Re

CALPINE CORPORATION, et al.,

x
Chapter II

Case No. 05-60200 (BRL)

(Jointly Administered)

HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Case No. 1:07-cv-03088 (GBD)

Appellant,

- against -

CALPINE CORPORATION,

Appellee.

HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Case No. 1:07-cv-03122 (GBD)

Appellant,

- against -

CALPINE CORPORATION,

Appellee.

HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Case No. 1:07-cv-03124 (GBD)

Appellant,

- against -

CALPINE CORPORATION,

Appellee.

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THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT FOR THE :
HOLDERS OF THE SECOND PRIORITY :
SECURED TERM LOANS, : Case No. 1:07-cv-03125 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----x
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT FOR THE :
HOLDERS OF THE SECOND PRIORITY :
SECURED TERM LOANS, : Case No. 1:07-cv-03126 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----x
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT FOR THE :
HOLDERS OF THE SECOND PRIORITY :
SECURED TERM LOANS, : Case No. 1:07-cv-03127 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----x

-----X
WILMINGTON TRUST COMPANY, : Case No. 1:07-cv-03187 (GBD)
:
Appellant, :
:
- against - :
CALPINE CORPORATION, :
:
Appellee. :
-----X
WILMINGTON TRUST COMPANY, : Case No. 1:07-cv-03188 (GBD)
:
Appellant, :
:
- against - :
CALPINE CORPORATION, :
:
Appellee. :
-----X
WILMINGTON TRUST COMPANY, : Case No. 1:07-cv-03189 (GBD)
:
Appellant, :
:
- against - :
CALPINE CORPORATION, :
:
Appellee. :
-----X
WILMINGTON TRUST COMPANY, : Case No. 1:07-cv-03190 (GBD)
:
Appellant, :
:
- against - :
CALPINE CORPORATION, :
:
Appellee. :
-----X

WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03191 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03192 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03193 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03194 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	

-----X
WILMINGTON TRUST FSB, SOLELY IN :
ITS CAPACITY AS INDENTURE :
TRUSTEE, : Case No. 1:07-CV-03195 (GBD)
:
Appellant, :
:
- against - :

CALPINE CORPORATION, :
:
Appellee. :
-----X
WILMINGTON TRUST FSB, SOLELY IN :
ITS CAPACITY AS INDENTURE :
TRUSTEE, : Case No. 1:07-cv-03196 (GBD)
:
Appellant, :
:
- against - :

CALPINE CORPORATION, :
:
Appellee. :
-----X
WILMINGTON TRUST FSB, SOLELY IN :
ITS CAPACITY AS INDENTURE :
TRUSTEE, : Case No. 1:07-cv-03197 (GBD)
:
Appellant, :
:
- against - :

CALPINE CORPORATION, :
:
Appellee. :
-----X

-----X
WILMINGTON TRUST FSB, SOLELY IN :
ITS CAPACITY AS INDENTURE :
TRUSTEE, : Case No. 1:07-cv-03198 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X
MANUFACTURERS AND TRADERS :
TRUST COMPANY, : Case No. 1:07-cv-03199 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X
MANUFACTURERS AND TRADERS :
TRUST COMPANY, AS INDENTURE :
TRUSTEE, : Case No. 1:07-cv-03200 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X
MANUFACTURERS AND TRADERS :
TRUST COMPANY, AS INDENTURE :
TRUSTEE, : Case No. 1:07-cv-03201 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X

-----x
THE OFFICIAL COMMITTEE OF EQUITY :
SECURITY HOLDER OF CALPINE :
CORPORATION, ET AL., : Case No. 1:07-cv-03202 (GBD)

Appellants, :

- against -

THE BANK OF NOVA SCOTIA, AS :
ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, :
WILMINGTON TRUST COMPANY, AS :
COLLATERAL AGENT, :
WILMINGTON TRUST COMPANY, AS :
ADMINISTRATIVE AGENT, :
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE TRUSTEE, :
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT, :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE :

Appellees. :

-----x
THE OFFICIAL COMMITTEE OF EQUITY :
SECURITY HOLDERS OF CALPINE :
CORPORATION, ET AL., : Case No. 1:07-cv-03203 (GBD)

Appellants. :

- against -

THE BANK OF NOVA SCOTIA, AS :
ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, :
WILMINGTON TRUST COMPANY, AS :
COLLATERAL AGENT, :
WILMINGTON TRUST COMPANY, AS :
ADMINISTRATIVE AGENT, :
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE TRUSTEE, :
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT, :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE :

Appellees. :

THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF CALPINE CORPORATION, ET AL.,	:	Case No. 1:07-cv-03204 (GBD)
Appellants.	:	
- against -	:	
THE BANK OF NOVA SCOTIA, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE	:	
Appellees.	:	
CALPINE CORPORATION, <u>et al.</u>	:	
Appellant,	:	Case No. 1:07-cv-03266 (GBD)
- against -	:	
WILMINGTON TRUST FSB, <u>et al.</u>	:	
Appellee.	:	
CALPINE CORPORATION,	:	
Appellant,	:	Case No. 1:07-cv- 3267 (GBD)
- against -	:	
HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON	:	

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TRUST COMPANY, AS ADMINISTRATIVE	:	
AGENT, WILMINGTON TRUST COMPANY,	:	
AS COLLATERAL AGENT, AND	:	
MANUFACTURERS & TRADERS TRUST	:	
COMPANY, AS INDENTURE TRUSTEE,	:	
 Appellee.		:
<hr/>		x
CALPINE CORPORATION,	:	
 Appellant.		:
 - against -		:
 HSBC BANK USA, NATIONAL	:	
ASSOCIATION, AS INDENTURE	:	
TRUSTEE, THE BANK OF NEW YORK,	:	
AS ADMINISTRATIVE AGENT,	:	
WILMINGTON TRUST FSB, AS	:	
INDENTURE TRUSTEE, WILMINGTON	:	
TRUST COMPANY, AS ADMINISTRATIVE	:	
AGENT, WILMINGTON TRUST COMPANY,	:	
AS COLLATERAL AGENT, AND	:	
MANUFACTURERS & TRADERS TRUST	:	
COMPANY, AS INDENTURE TRUSTEE,	:	
 Appellee.		:
<hr/>		x
THE OFFICIAL COMMITTEE OF	:	
UNSECURED CREDITORS OF CALPINE	:	
CORPORATION, ET AL.,	:	
 Appellants.		:
 - against -		:
 HSBC BANK USA, NATIONAL	:	
ASSOCIATION, AS INDENTURE	:	
TRUSTEE, THE BANK OF NEW YORK,	:	
AS ADMINISTRATIVE AGENT,	:	
WILMINGTON TRUST FSB, AS	:	
INDENTURE TRUSTEE, WILMINGTON	:	
TRUST COMPANY, AS ADMINISTRATIVE	:	
AGENT, WILMINGTON TRUST COMPANY,	:	
AS COLLATERAL AGENT, AND	:	
MANUFACTURERS & TRADERS TRUST	:	
COMPANY, AS INDENTURE TRUSTEE,	:	
 Appellees.		:
<hr/>		x

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, ET AL.,	:	
	:	Case No. 1:07-cv-3264 (GBD)
Appellants.	:	
- against -	:	
HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE,	:	
Appellees.	:	
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, ET AL.,	:	
	:	Case No. 1:07-cv-3265 (GBD)
Appellants.	:	
- against -	:	
HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE,	:	
Appellees.	:	

**STIPULATION AND AGREED ORDER CONSOLIDATING APPEALS FROM
ORDERS OF THE BANKRUPTCY COURT**

It is hereby STIPULATED AND AGREED by and between the undersigned counsel for the respective parties, and, upon approval of the Court, shall be deemed ORDERED, as follows:

1. Each of the above appeals shall be consolidated for all purposes.
2. The caption for the consolidated appeals shall be as follows:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr style="border-top: 1px dashed black; border-bottom: 1px solid black; margin-bottom: 5px;"/> In re	:	x
CALPINE CORPORATION, et al.,	:	Chapter 11
	:	Case No. 05-60200 (BRL)
	:	(Jointly Administered)
	:	
<hr style="border-top: 1px dashed black; border-bottom: 1px solid black; margin-bottom: 5px;"/> HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE - TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE	:	
	:	Case No. I:07-cv-03088 (GBD)
	:	
Appellants,	:	
	:	
- against -	:	
CALPINE CORPORATION, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, AND THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS	:	
	:	
Appellees.	:	
	:	

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CALPINE CORPORATION, THE OFFICIAL :
 COMMITTEE OF UNSECURED :
 CREDITORS OF CALPINE CORPORATION, :
 AND THE OFFICIAL COMMITTEE OF :
 EQUITY SECURITY HOLDERS, :

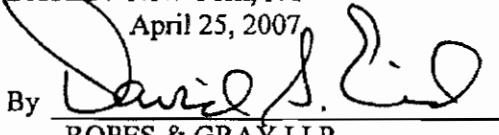
Appellants, :

- against - :

HSBC BANK USA, NATIONAL :
 ASSOCIATION, AS INDENTURE :
 TRUSTEE, THE BANK OF NEW YORK, :
 AS ADMINISTRATIVE AGENT, :
 WILMINGTON TRUST FSB, AS :
 INDENTURE TRUSTEE, WILMINGTON :
 TRUST COMPANY, AS ADMINISTRATIVE :
 AGENT, WILMINGTON TRUST COMPANY, :
 AS COLLATERAL AGENT, AND :
 MANUFACTURERS & TRADERS TRUST :
 COMPANY, AS INDENTURE TRUSTEE, :

Appellees. :

DATED: New York, NY
 April 25, 2007

By 

ROPS & GRAY LLP
 1211 Avenue of the Americas
 New York, NY 10036-8704
 Telephone: (212) 596-9000
 Facsimile: (212) 596-9090
 Mark I. Bane, Esq. (MB 4883)
 Mark R. Somerstein, Esq. (MS
 9721)
 David S. Elkind, Esq. (DE 4054)

*Attorneys for HSBC Bank USA,
 National Association, as Indenture
 Trustee under the Second Priority
 Indenture and for The Bank of New
 York, as Administrative Agent under
 the Second Priority Credit and
 Guarantee Agreement with respect
 to certain Second Priority Secured
 Institutional Term Loans*

By 

KIRKLAND & ELLIS LLP
 153 East 53rd Street
 New York, NY 10022-4611
 Telephone: (212) 446-4800
 Facsimile: (212) 446-4900
 Richard M. Cieri, Esq. (RC 6062)
 Mark Kieselstein, Esq. (admitted pro hac
 vice)
 David Seligman, Esq. (admitted pro hac
 vice)
 Edward O. Sassower, Esq. (ES 5823)
 Jeffrey S. Powell, Esq. (admitted pro hac
 vice)
 Stephen E. Hessler, Esq. (admitted pro hac
 vice)

*Attorneys for Debtors Calpine
 Generating Company, LLC, CalGen
 Finance Corp., Calpine Corporation,
 and Each of their Debtor Subsidiaries
 and Affiliates Listed in Exhibit 1*

By _____

NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111
Chris Desiderio, Esq. (CD 6929)
Richard C. Pedone, Esq. (admitted pro
hac vice)
Amanda D. Darwin, Esq. (AD 2719)
*Attorneys for Wilmington Trust
FSB, as Indenture Trustee under the
First Priority Indenture, Wilmington
Trust Company, as Collateral
Agent, and Wilmington Trust
Company, as Administrative Agent
under the Credit and Guarantee
Agreement with respect to certain
First Priority Security Institutional
Term Loans*

By _____

Judy G.Z. Liu
WHIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)

*Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee
under the Third Priority Indenture*

By _____

AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
Michael S. Stamer, Esq. (MS 4900)
Philip Dublin, Esq. (PD 4919)
Alexis Freeman, Esq. (AF 0328)
Robert A. Johnson, Esq. (RJ 6553)
*Attorneys for the Official Committee
of Unsecured Creditors*

By _____

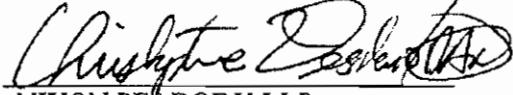
FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
Adrian Feldman, Esq. (AF 2478)
*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

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By 

NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111
Chris Desiderio, Esq. (CD 6929)
Richard C. Pedone, Esq. (admitted pro
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Amanda D. Darwin, Esq. (AD 2719)

*Attorneys for Wilmington Trust
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Company, as Administrative Agent
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Agreement with respect to certain
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WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)

*Attorneys for Manufacturers & Traders
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AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
Michael S. Stamer, Esq. (MS 4900)
Philip Dublin, Esq. (PD 4919)
Alexis Freeman, Esq. (AF 0328)
Robert A. Johnson, Esq. (RJ 6553)
*Attorneys for the Official Committee
of Unsecured Creditors*

By

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
Adrian Feldman, Esq. (AF 2478)

*Attorneys for the Official Committee of
Equity Security Holders of Calpine
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SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

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NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111
Chris Desiderio, Esq. (CD 6929)
Richard C. Pedone, Esq. (admitted pro
hac vice)
Amanda D. Darwin, Esq. (AD 2719)
*Attorneys for Wilmington Trust
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AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
Michael S. Stamer, Esq. (MS 4900)
Philip Dublin, Esq. (PD 4919)
Alcxis Freeman, Esq. (AF 0328)
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*Attorneys for the Official Committee
of Unsecured Creditors*

By

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)

*Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee
under the Third Priority Indenture*

By

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
Adrian Feldman, Esq. (AF 2478)

*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

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By _____
NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111
Chris Desiderio, Esq. (CD 6929)
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*Attorneys for Wilmington Trust
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By _____
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
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*Attorneys for Manufacturers & Traders
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AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
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*Attorneys for the Official Committee
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By *J. Z. Bal* _____
FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
Adrian Feldman, Esq. (AF 2478)
*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

George B. Daniels
UNITED STATES DISTRICT JUDGE
HON. GEORGE B. DANIELS
Dated: April , 2007
MAY 02 2007
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